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Co-Lead Counsel in the *Luther*  
and *Western Conference* actions

Lead Counsel in the *Maine State* action only

UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA

MAINE STATE RETIREMENT  
SYSTEM, Individually and On Behalf  
of All Others Similarly Situated,

Plaintiff,

vs.

COUNTRYWIDE FINANCIAL  
CORPORATION, et al.,

Defendants.

No. 2:10-cv-00302-MRP(MANx)

CLASS ACTION

DECLARATION OF SPENCER A.  
BURKHOLZ IN SUPPORT OF  
PLAINTIFFS' REPLY IN SUPPORT  
OF PLAINTIFFS' MOTIONS FOR  
FINAL APPROVAL OF CLASS  
ACTION SETTLEMENT, PLAN OF  
ALLOCATION OF SETTLEMENT  
PROCEEDS, AND REQUEST FOR  
AN AWARD OF ATTORNEYS' FEES  
AND EXPENSES

[Caption continued on following page.]

DATE: October 28, 2013  
TIME: 1:30 p.m.  
CTRM: 12, Hon. Mariana R. Pfaelzer

1 WESTERN CONFERENCE OF  
2 TEAMSTERS PENSION TRUST  
3 FUND, Individually and On Behalf of  
4 All Others Similarly Situated,

Plaintiff,

vs.

5 COUNTRYWIDE FINANCIAL  
6 CORPORATION, et al.,

Defendants.

8 DAVID H. LUTHER, et al.,  
9 Individually and On Behalf of All  
Others Similarly Situated,

Plaintiffs,

vs.

12 COUNTRYWIDE FINANCIAL  
13 CORPORATION, et al.,

Defendants.

No. 2:12-cv-05122-MRP(MANx)

CLASS ACTION

No. 2:12-cv-05125-MRP(MANx)

CLASS ACTION

1 I, SPENCER A. BURKHOLZ, declare as follows:

2 1. I am an attorney duly licensed to practice before all of the courts of the  
3 State of California and this District Court. I am a member of the law firm of Robbins  
4 Geller Rudman & Dowd LLP, one of the counsel of record for plaintiffs in the above-  
5 entitled action. I have personal knowledge of the matters stated herein and, if called  
6 upon, I could and would competently testify thereto.

7 2. Attached are true and correct copies of the following exhibits:

8 Exhibit A: *In re Enron Corp. Sec. Litig.*, No. H-01-3624, Lead Plaintiff's  
9 Amended Motion for Class Certification (S.D. Tex.), filed May  
10 28, 2003;

11 Exhibit B: *In the Matter of the Application of the Bank of New York Mellon*,  
12 Index No. 651786/11 (New York Cnty. NY), trial testimony of  
13 Terry Laughlin from June 10, 2013;

14 Exhibit C: Bruce B. Bingham, FASA, *Countrywide Financial Corp.*  
15 *Valuation Analysis Prepared at the Request of Counsel* (Capstone  
16 Valuation Services, LLC), June 6, 2011;

17 Exhibit D: *In the Matter of the Application of the Bank of New York Mellon*,  
18 Index No. 651786/11 (New York Cnty. NY), trial testimony of  
19 Daniel R. Fischel Sept. 9, 2013;

20 Exhibit E: *In re Wells Fargo Mortgage-Backed Certificates Litig.*, No. 09-  
21 CV-1376-LHK (PSG), Notice of Pendency of Class Action and  
22 Proposed Settlement, Final Approval Hearing, and Motion for  
23 Attorneys' Fees and Reimbursement of Litigation Expense (N.D.  
24 Cal.), dated July 26, 2011;

25 Exhibit F: Excerpts from *In re Wells Fargo Mortgage-Backed Certificates*  
26 *Litig.*, No. 09-CV-1376-SI, Amended Consolidated Class Action  
27 Complaint for Violations of §§11, 12(a)(2) and 15 of the  
28 Securities Act of 1933 (N.D. Cal.), filed May 28, 2010;

1 Exhibit G: *In re Lehman Brothers Sec. & ERISA Litig.*, No. 09 MD 2017  
2 (LAK), Notice of Pendency of Class Action and Proposed  
3 Settlement, Final Approval of Hearing, and Motion for Attorneys'  
4 Fees and Reimbursement of Litigation Expenses (S.D.N.Y.), dated  
5 Apr. 12, 2012;

6 Exhibit H: Excerpts from *In re Lehman Brothers Sec. & ERISA Litig.*, No. 09  
7 MD 2017 (LAK), Consolidated Securities Class Action Complaint  
8 (S.D.N.Y.), filed Feb. 28, 2008;

9 Exhibit I: *In re Lehman Brothers Sec. & ERISA Litig.*, No. 09 MD 2017  
10 (LAK), Order Certifying Settlement Class, Approving Notice to  
11 the Class and Scheduling of Final Approval Hearing (S.D.N.Y.  
12 Mar. 22, 2012); and

13 Exhibit J: *In re Enron Corp. Sec. Litig.*, No. H-01-3624, Notice of Hearing  
14 for Final Approval of: (A) Plan of Allocation of Settlement  
15 Proceeds; and (B) Plaintiffs' Counsel's Application for an Award  
16 of an Attorney Fee and Lead Plaintiff's and Certain Other  
17 Persons' Application for Reimbursement of Expenses (S.D. Tex.),  
18 dated Dec. 20, 2007.

19 I declare under penalty of perjury under the laws of the United States of  
20 America that the foregoing is true and correct. Executed this 21st day of October,  
21 2013, at San Diego, California.

22 s/ SPENCER A. BURKHOLZ  
23 SPENCER A. BURKHOLZ  
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1 CERTIFICATE OF SERVICE

2 I hereby certify that on October 21, 2013, I authorized the electronic filing of  
3 the foregoing with the Clerk of the Court using the CM/ECF system which will send  
4 notification of such filing to the e-mail addresses denoted on the attached Electronic  
5 Mail Notice List, and I hereby certify that I caused to be mailed the foregoing  
6 document or paper via the United States Postal Service to the non-CM/ECF  
7 participants indicated on the attached Manual Notice List.

8 I certify under penalty of perjury under the laws of the United States of America  
9 that the foregoing is true and correct. Executed on October 21, 2013.

10 s/ SPENCER A. BURKHOLZ  
11 SPENCER A. BURKHOLZ

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